



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

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**IN THE MATTER OF THE *SECURITIES ACT*
R.S.O. 1990, c. S.5, AS AMENDED**

AND

**IN THE MATTER OF XI BIOFUELS INC.
BIOMAXX SYSTEMS INC., RONALD DAVID CROWE
AND VERNON P. SMITH**

AND

**IN THE MATTER OF XIIVA HOLDINGS INC. CARRYING ON BUSINESS
AS XIIVA HOLDINGS INC., XI ENERGY COMPANY, XI ENERGY
AND XI BIOFUELS**

**ORDER
Section 127**

WHEREAS on November 22, 2007, the Ontario Securities Commission (the “Commission”) issued a Temporary Order pursuant to subsections 127(1) and (5) of the Securities Act, R.S.O. 1990, c. S.5, as amended (the “Act”) that all trading by XI Biofuels Inc. (“XI”) and Biomaxx Systems Inc. (“Biomaxx”) shall cease, that XI, Biomaxx, Ronald David Crowe (“Crowe”) and Vernon P. Smith (“Smith”) (the “XI Respondents”) cease trading in all securities and that the exemptions contained in Ontario securities law do not apply to these Respondents (the “XI Temporary Order”);

AND WHEREAS on December 14, 2007, the Commission issued a Temporary Order (the “Xiiva Temporary Order”) pursuant to subsections 127(1) and (5) of the Act that all trading in securities of Xiiva Holdings Inc. (“Xiiva”), incorrectly described at paragraph 1 of the Xiiva Temporary Order as XI Holdings Inc., shall cease and that the exemptions contained in Ontario securities law do not apply to it;

AND WHEREAS the Commission issued Notices of Hearing to consider, among other things, the extension of the XI Temporary Order (the “XI Hearing”) and the Xiiva Temporary Order (the “Xiiva Hearing”);

AND WHEREAS the Temporary Orders were extended and the XI Hearing and the Xiiva Hearing (collectively, the “Hearings”) were adjourned from time to time;

AND WHEREAS the corporate respondents were petitioned into bankruptcy on or about May 21, 2008;

AND WHEREAS there were Hearings by the Commission on September 19, 2008 and orders were made by the Commission extending the Temporary Orders to October 22, 2008 and adjourning the Hearings for the extension of the Temporary Orders beyond October 22, 2008 to October 21, 2008;

AND WHEREAS on October 16, 2008, the Commission issued a Notice of Hearing pursuant to sections 127 and 127.1 of the Act accompanied by a Statement of Allegations issued by Staff of the Commission (“Staff”) with respect to XI, Biomaxx, Xiiva, Crowe and Smith;

AND WHEREAS the matter was set down for a hearing to commence on October 21, 2008;

AND WHEREAS Staff advised the panel that disclosure will be provided to the Respondents by November 28, 2008;

AND WHEREAS the Commission is of the opinion that it is in the public interest to make this Order;

IT IS ORDERED that the Temporary Orders are extended until 30 days after a decision on the merits is made in respect of the issues raised and the relief sought in the Notice of Hearing and the Statement of Allegations dated October 16, 2008;

IT IS FURTHER ORDERED that a prehearing conference will take place on December 5, 2008 commencing at 11:00 a.m.

IT IS FURTHER ORDERED that the hearing of this matter is scheduled to commence on January 5, 2009 at 10 a.m. and continue on January 7, 8, 9, 12, 13, 14, 15 and 16, 2009.

DATED at Toronto this 22nd day of October, 2008.

“Patrick J. LeSage”

Patrick J. LeSage, Q.C.

“Wendell S. Wigle”

Wendell S. Wigle, Q.C.

“David L. Knight”

David L. Knight, FCA